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Attorneys for Debtor Arlie & Company

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF OREGON

In re
Arlie & Company,
Debtor.

Case No. 10-60244-aer11
Chapter 11

**DEBTOR'S AMENDED
APPLICATION FOR ORDER
APPROVING EMPLOYMENT OF
KIBEL GREEN INC. AS REAL
ESTATE PLAN CONSULTANT AND
INTEREST RATE EXPERT**

[No Hearing Required]

Pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the
“Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy
Rules”), and Local Bankruptcy Rule 2014-1(b), Arlie & Company (“Arlie” or the “Debtor”)

1 hereby submits this amended application (the "Application") to employ Kibel Green Inc. ("KGI")
2 as the Debtor's Real Estate Plan Consultant and Interest Rate Expert, effective as of December 17,
3 2010. The Application is supported by the Amended Declaration of James R. Maddox, Jr. (the
4 "Amended Maddox Declaration") and Mr. Maddox's Rule 2014 Verified Statement (the "Rule
5 2014 Verified Statement"). The Rule 2014 Verified Statement is attached hereto as **Exhibit 1**. In
6 further support of this Application, the Debtor respectfully represents as follows:

7 **I.**

8 **JURISDICTION**

9 This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§157 and
10 1334. Venue is proper before this Court pursuant to 28 U.S.C. §§1408 and 1409. This matter is a
11 core proceeding pursuant to 28 U.S.C. § 157(b).

12 **II.**

13 **BACKGROUND**

14 On January 20, 2010 (the "Petition Date"), the Debtor commenced a voluntary case under
15 Chapter 11 of the Bankruptcy Code.

16 The Debtor is authorized to continue to operate its business and manage its properties as a
17 debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or
18 examiner has been sought or appointed in this case.

19 Arlie is a real estate development company based in Eugene, Oregon that is committed to
20 environmentally-friendly development practices. The Debtor owns more than 30 properties in
21 Oregon and approximately 5,590 acres of investment property on the Big Island of Hawaii. The
22 Debtor's real property secures loans from various lenders that total approximately \$60 million. As
23 part of its reorganization, the Debtor is attempting to sell some properties and restructure certain
24 debt obligations.

25 By letter dated December 14, 2010, the Debtor retained KGI, effective as of December 17,
26 2010 (the "Engagement Letter"). KGI has been retained to, among other responsibilities, assist the
27 Debtor with regard to real estate matters and provide expert evaluations regarding the proposed
28 treatment of secured creditors, including interest rate and other loan terms provided in the Debtor's

1 plan of reorganization (the "Plan"). A copy of the Engagement Letter is attached to the Amended
2 Maddox Declaration as **Exhibit B**.

3 **III.**

4 **THE COURT SHOULD AUTHORIZE THE DEBTOR TO RETAIN KGI AS REAL**
5 **ESTATE PLAN CONSULTANT AND INTEREST RATE EXPERT**

6 By this Application, pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, the
7 Debtor seeks to employ KGI as the Debtor's Real Estate Plan Consultant and Interest Rate Expert,
8 effective as of December 17, 2010, to perform the services set forth herein. The Debtor believes
9 that the services to be rendered by KGI are necessary in order for the Debtor to make informed
10 judgments regarding its current and historical cash flow and financial projections as well as
11 provisions in its Plan regarding the treatment of claims secured by liens on the Debtor's real estate
12 assets. The Debtor requires the services of an experienced real estate and interest rate expert that
13 is familiar with the bankruptcy process. The Debtor believes that the retention of KGI upon the
14 terms set forth in the Engagement Agreement is reasonable, equitable and in the best interests of
15 the estate.

16 The Debtor has selected KGI because of its extensive experience providing clients, both in
17 and out of bankruptcy, with the kind of real estate and financial services needed by the Debtor in
18 this case. KGI's depth of experience in the areas of restructuring, real estate, and bankruptcy
19 matters makes it highly qualified to act as Real Estate Plan Consultant and Interest Rate Expert to
20 the Debtor. Copies of the resumes of the members of KGI primarily handling the representation of
21 the Debtor are attached to the Amended Maddox Declaration as **Exhibit A**. Therefore, the Debtor
22 believes that KGI's retention is in the best interest of the estate.

23 Pursuant to the Court's *Order Authorizing Employment of John H. Brown as Consultant for*
24 *Debtor*, entered on March 19, 2010, the Debtor retained John H. Brown as a consultant to assist
25 the Debtor in deciding possible sale values and which properties to sell. Mr. Brown has not
26 performed any work on behalf of the Debtor, and the Debtor does not think Mr. Brown is as well-
27 suited as KGI to perform the services described herein. Consequently, the services performed by
28 KGI will not be duplicative of the other services performed by professionals retained in this case.

1 Subject to further order of this Court, KGI may be required to render the following services
2 to the Debtor, among others:

- 3 (a) Review, evaluate and analyze the financial position of the Debtor, including
4 the individual real estate properties and related businesses;
- 5 (b) Review, evaluate and analyze the Debtor's current and historical cash flow
6 and financial projections (together with underlying assumptions) prepared by the
7 Debtor in support of its Plan;
- 8 (c) Develop such materials and provide input as may be necessary to assist the
9 Debtor to evaluate the issues presented, including due diligence, evaluations and
10 analysis of specific properties with respect to (i) the current capital market
11 conditions for secured real estate loans on properties in the Debtor's portfolio, (ii)
12 the proposed treatment in the Debtor's Plan of any non-consenting secured
13 creditors, including the interest rate and other loan terms; and (iii) the feasibility of
14 the Plan within the meaning generally applied by bankruptcy courts under section
15 1129(a)(11) of the Bankruptcy Code;
- 16 (d) If required, conduct, prepare and provide expert witness evaluations and
17 opinions, declarations and reports, depositions and in-court testimony with respect
18 to (i) the current capital market conditions for secured real estate loans on
19 properties in the Debtor's portfolio, and (ii) the proposed treatment of non-
20 consenting secured creditors, including the interest rate and other loan terms
21 provided in the Plan;
- 22 (e) Advise the Debtor on tactics and strategies for negotiating with its creditors,
23 and if required by the Debtor, participate in meetings or negotiations with creditors
24 in connection with any restructuring, modification or refinancing of the Debtor's
25 existing debt obligations or asset dispositions;
- 26 (f) Attend (telephonically as appropriate) Debtor meetings and other meetings
27 and court hearings as required; and
- 28 (g) Provide the Debtor with other appropriate general restructuring advice.

20 In addition to the above, KGI may, if requested by the Debtor, conduct, prepare and
21 provide expert witness evaluations and opinions, declarations and reports, depositions and in-court
22 testimony with respect to the feasibility of the Debtor's reorganization plan within the meaning
23 generally applied by bankruptcy courts under section 1129(a)(11) of the Bankruptcy Code. The
24 advisory services and compensation arrangements set forth herein do not encompass raising capital
25 or selling assets. If the Debtor and KGI later determine to expand KGI's scope of services to
26 include these activities, such future agreement will be the subject of a further and separate written
27 agreement of the parties and Bankruptcy Court approval.

28 Subject to the applicable provisions of the Bankruptcy Code, the Debtor proposes to pay

1 KGI on an hourly basis at the rates listed below and to reimburse KGI according to its customary
 2 reimbursement policies. KGI's current applicable hourly rates for the professionals primarily
 3 responsible for this case are as follows (provided that KGI shall bill half-time for travel):

4	(a)	Steven J. Green	\$550
5	(b)	James Maddox	\$450
6	(c)	Matt Covington	\$450
7	(d)	Dave Lauletta	\$350
8	(e)	Michael Downes	\$300
9	(f)	Nick Long	\$275
10	(g)	Other Senior Consultants	\$250-\$375
11	(h)	Other Professionals	\$90-\$495

12 In the event that Mr. Maddox's services are required as an expert witness, his billing rate
 13 shall be \$550 per hour for such services. Expert witness services shall include deposition and trial
 14 preparation with legal counsel, depositions and in-court testimony.

15 The project leader will be Jay Maddox, Managing Director and head of KGI's Real Estate
 16 Practice. Steven Green, co-founder and President of KGI, is the partner in charge, and Matt
 17 Covington, Managing Director and Head of Financial Restructuring, will provide services as
 18 required. KGI is in the process of hiring junior consultants and will supplement its Application as
 19 appropriate when and if such junior consultants are hired and assigned to work on this project.
 20 KGI will use its own consultants only and will not employ any third party sub-contractors without
 21 the Court's prior approval.

22 KGI will categorize its billing into subject matter categories in compliance with applicable
 23 guidelines and will maintain detailed, contemporaneous time records of fees and expenses incurred
 24 in connection with rendering advisory services by category and nature of services rendered. KGI
 25 understands that its compensation in this case is subject to the applicable provisions of the
 26 Bankruptcy Code.

27 If KGI's employment is approved by the Court, compensation will only be paid upon
 28 application to and approval by this Court after notice and hearing in accordance with sections 330

1 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1, or any
2 applicable court-ordered interim fee procedures.

3 The Debtor understands and agrees that KGI is not an appraisal firm, law firm or CPA
4 firm, and therefore, the Debtor should consult with attorneys, appraisers and CPA firms of its own
5 choosing should the need for such services arise.

6 To the best of the Debtor's knowledge, KGI is "disinterested" in that it has no connection
7 with the Debtor, its creditors, any other party in interest herein, its respective attorneys or
8 professionals, the United States Trustee or any person employed in the Office of the United States
9 Trustee, except as set forth in the accompanying Amended Maddox Declaration. As stated more
10 fully in the declaration, KGI does not hold, or represent any entity having, an adverse interest in
11 connection with the Debtor or this case. KGI does not employ any person who is related to a judge
12 of this Court. Accordingly, KGI is qualified to act as the Debtor's Real Estate Plan Consultant and
13 Interest Rate Expert pursuant to sections 327(a) and 328(a) of the Bankruptcy Code.

14 **WHEREFORE**, the Debtor respectfully requests that the Court enter an order substantially
15 in the form annexed hereto as **Exhibit 2**, (a) authorizing the Debtor to retain KGI as its Real Estate
16 Plan Consultant and Interest Rate Expert, effective as of December 17, 2010, pursuant to the terms
17 of the Engagement Letter, and (b) granting such other and further relief as the Court deems just
18 and proper.

19 Dated: January 4, 2011

PACHULSKI STANG ZIEHL & JONES LLP

20
21 By /s/ Teddy M. Kapur
22 John D. Fiero
23 Linda F. Cantor
24 Teddy M. Kapur
25 Attorneys for Debtor
26
27
28

EXHIBIT 1

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re)
Arlie & Company) Case No. 10-60244-aer11
)
Debtor(s)) RULE 2014 VERIFIED STATEMENT
) FOR PROPOSED PROFESSIONAL

Note: To file an amended version of this statement per ¶19, file a fully completed amended Rule 2014 statement on LBF #1114 and clearly identify any changes from the previous filed version.

1. The applicant is not a creditor of the debtor except:

N/A

2. The applicant is not an equity security holder of the debtor.
3. The applicant is not a relative of the individual debtor.
4. The applicant is not a relative of a general partner of the debtor (whether the debtor is an individual, corporation, or partnership).
5. The applicant is not a partnership in which the debtor (as an individual, corporation, or partnership) is a general partner.
6. The applicant is not a general partner of the debtor (whether debtor is an individual, corporation, or partnership).
7. The applicant is not a corporation of which the debtor is a director, officer, or person in control.
8. The applicant is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of the debtor.
9. The applicant is not a person in control of the debtor.
10. The applicant is not a relative of a director, officer or person in control of the debtor.
11. The applicant is not the managing agent of the debtor.
12. The applicant is not and was not an investment banker for any outstanding security of the debtor; has not been, within three years before the date of the filing of the petition, an investment banker for a security of the debtor, or an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the debtor; and is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of such an investment banker.
13. The applicant has read 11 U.S.C. §101(14) and §327, and FRBP 2014(a); and the applicant's firm has no connections with the debtor(s), creditors, any party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, or any District of Oregon Bankruptcy Judge, except as follows:

See Attachment 13

14. The applicant has no interest materially adverse to the interest of the estate or of any class of creditors or equity security holders.
15. Describe details of all payments made to you by either the debtor or a third party for any services rendered on the debtor's behalf within a year prior to filing of this case:

16. The debtor has the following affiliates (as defined by 11 U.S.C. §101(2)). Please list and explain the relationship between the debtor and the affiliate:

Suzanne Arlie (Debtor's sole shareholder); Arlie Energy, LLC (wholly owned by Debtor); West 11th Investment Property, LLC (wholly owned by Debtor); Cannery Station, LLC (50% owned by Debtor); Churchill Media, LLC (wholly owned by Ms. Arlie); Churchill Media I, LLC (wholly owned by Churchill Media, LLC); Churchill Media II, LLC (wholly owned by Churchill Media, LLC); Churchill Media III, LLC (wholly owned by Churchill Media, LLC); and Golden Ribbon Foundation (non-profit foundation run by Ms. Arlie).

17. The applicant is not an affiliate of the debtor.
18. Assuming any affiliate of the debtor is the debtor for purposes of statements 4-13, the statements continue to be true except (list all circumstances under which proposed counsel or counsel's law firm has represented any affiliate during the past 18 months; any position other than legal counsel which proposed counsel holds in either the affiliate, including corporate officer, director, or employee; and any amount owed by the affiliate to proposed counsel or its law firm at the time of filing, and amounts paid within 18 months before filing):

The statements remain true.

19. The applicant hereby acknowledges that he/she has a duty during the progress of the case to keep the court informed of any change in the statement of facts which appear in this verified statement. In the event that any such changes occur, the applicant immediately shall file with the court an amended verified statement on LBF #1114, with the caption reflecting that it is an amended Rule 2014 statement and any changes clearly identified.

THE FOLLOWING QUESTIONS NEED BE ANSWERED ONLY IF AFFILIATES HAVE BEEN LISTED IN STATEMENT 16.

20. List the name of any affiliate which has ever filed bankruptcy, the filing date, and court where filed:
None.

21. List the names of any affiliates which have guaranteed debt of the debtor or whose debt the debtor has guaranteed. Also include the amount of the guarantee, the date of the guarantee, and whether any security interest was given to secure the guarantee. Only name those guarantees now outstanding or outstanding within the last 18 months:

See Attachment 21.

22. List the names of any affiliates which have a debtor-creditor relationship with the debtor. Also include the amount and date of the loan, the amount of any repayments on the loan and the security, if any. Only name those loans now outstanding or paid off within the last 18 months:

See Attachment 21. In the event an affiliated guarantor were to satisfy all or a portion of the guaranteed debt, the guarantor would be subrogated to the rights of the lender and, under such circumstances, have claims against the Debtor. There are currently no such subrogated claims.

23. List any security interest in any property granted by the debtor to secure any debts of any affiliate not covered in statements 20 and 21. List any security interest in any property granted by the affiliate to secure any debts of the debtor not covered in statements 21 and 22. Also include the collateral, the date and nature of the security interest, the name of the creditor to whom it was granted, and the current balance of the underlying debt:

None.

24. List the name of any affiliate who is potentially a "responsible party" for unpaid taxes of the debtor under 26 U.S.C. §6672:

Cannery Station, LLC

I verify that the above statements are true to the extent of my present knowledge and belief.


Applicant

JAMES MADDOX
MANAGING DIRECTOR
KIBER GREEN INC.

ATTACHMENT 13

Rule 2014 Verified Statement for Proposed Professional

(Kibel Green Inc.)

In re Arlie & Company, Case No. 10-60244-aer11

Kibel Green Inc. ("KGI") acts as a financial advisor to numerous debtors in chapter 11 and out-of-court engagements. Other than Bank of America, KGI has no connection to the creditors of Arlie & Company. KGI is advising debtors in other engagements where Bank of America is a creditor and therefore adverse to KGI's clients. KGI has also acted as a financial advisor to either debtors or unsecured creditors committees in several Chapter 11 and out-of-court engagements where Arlie & Company's bankruptcy counsel Pachulski Stang Ziehl & Jones LLP ("PSZJ") represented the same party as KGI. In such cases, the interests of KGI and PSZJ were aligned.

Arlie Co.
Attachment 21
Rule 2014 Verified Statement
for Proposed Professional
(Kibel Green Inc.)

SCHEDULE OF LOAN GUARANTEES							
Lender	Borrower	Address of Property Securing Guaranty	City/State	Lender Acct #	Date of Guaranty	Amount of Loan Guaranteed	Guarantor
Umpqua Bank	Arlie & Company	2892 Crescent Ave	Eugene, OR	68850164	10/27/2008	\$2,000,000	S. Arlie; J. Musumeci; S. Arlie Trust
Umpqua Bank	Arlie & Company	3032 Kinney Loop	Eugene, OR	68852853	12/23/2008	\$184,000	S. Arlie; J. Musumeci; S. Arlie Trust
Umpqua Bank	Arlie & Company	Crescent Village Lots 1 and 2 and Tract B (portion only)	Eugene, OR	3568360227	3/15/2002	\$5,286,000	S. Arlie; J. Musumeci; S. Arlie Trust
Umpqua Bank	Arlie & Company	Crescent Village Bldg B Village East	Eugene, OR	68753449	8/10/2006	\$8,265,000	S. Arlie
Umpqua Bank	Arlie & Company	Garden Valley Blvd/Roseburg #2	Roseburg, OR	68834218	4/1/2008	\$1,720,000	S. Arlie; J. Musumeci; S. Arlie Trust
Umpqua Bank	Arlie & Company	Woodburn Commercial Lot (I-5 @Hwy 214) 2450 Country Club Rd	Woodburn, OR	4928635	1/20/2006	\$4,000,000	S. Arlie; J. Musumeci; S. Arlie Trust
Umpqua Bank	Arlie & Company	College Park (Lots south and west of Lane Community College)	Eugene, OR	4928635	1/20/2006		S. Arlie; J. Musumeci; S. Arlie Trust
Umpqua Bank	Arlie & Company	3804 West 11th (Oil Can Henry's)	Eugene, OR	68839601	12/10/2008	\$665,982,12	S. Arlie; J. Musumeci; S. Arlie Trust
Umpqua Bank	Arlie & Company	3802 West 11th (My Coffee)	Eugene, OR	68695901	8/22/2005	\$661,600	S. Arlie; J. Musumeci; S. Arlie Trust

Arlie Co.
Attachment 21
Rule 2014 Verified Statement
for Proposed Professional
(Kibel Green Inc.)

Umpqua Bank	Arlie & Company	West 11th @ Obie St (undeveloped)	Eugene, OR	5068535220	12/29/2003	\$1,404,650	S. Arlie; J. Musumeci; S. Arlie Trust
Umpqua Bank	Arlie & Company	West Lane Center	Veneta, OR	3268360086	2/12/2002	\$5,910,000	S. Arlie; J. Musumeci; S. Arlie Trust
Bank of America	Arlie & Company	Crescent Village Bldg. A Village West	Eugene, OR	807272	2/28/2007	\$9,000,000	S. Arlie
Bank of America	Arlie & Company	Crescent Village Bldg. D Inkwell	Eugene, OR	97539271	11/2/2007	\$5,970,000	S. Arlie
Summit Bank	Churchill Media LLC	West 11th & Willow Creek Road (7.36 ac) and Lot 4 Crescent Village	Eugene, OR	97539271	6/7/2006	\$3,000,000	Arlie & Company

EXHIBIT 2

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re

ARLIE & COMPANY,
Debtor.

Case No. 10-60244-aer11

**ORDER AUTHORIZING
EMPLOYMENT OF KIBEL GREEN
INC. AS REAL ESTATE PLAN
CONSULTANT AND INTEREST RATE
EXPERT**

The Court considered the amended application of Arlie & Company (the “Debtor”) to
employ Kibel Green Inc. (“KGI”) as the Debtor’s Real Estate Plan Consultant and Interest Rate

Expert, effective as of December 17, 2010 (the “Amended Application”) and the amended declaration of James R. Maddox, Jr. in support thereof (the “Amended Maddox Declaration”). Based upon the Amended Application and the Amended Maddox Declaration, and it appearing that the Court has jurisdiction to consider the Amended Application; that the relief requested in the Amended Application is in the best interest of the Debtor, its creditors, and the Debtor’s estate; that due and appropriate notice of the Amended Application has been given under the circumstances of this case; that no other or further notice need be given; that KGI does not represent an interest adverse to the estate; and that, after due deliberation, good and sufficient cause exists for such relief,

IT IS HEREBY ORDERED THAT:

1. The Amended Application is GRANTED.
2. In accordance with Bankruptcy Code sections 327(a) and 328(a), the Debtor is authorized to retain and employ KGI as its Real Estate Plan Consultant and Interest Rate Expert to perform all of the services set forth in the Application, on the terms set forth in the engagement letter attached to the Amended Maddox Declaration as Exhibit B.

#

Presented by:

By: /s/ Brad T. Summers

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Attorneys for Debtor-in-Possession

cc: Attached List of Parties

LIST OF PARTIES TO RECEIVE COPY OF ORDER

In re Arlie & Company

U.S. Bankruptcy Court, District of Oregon Case No. 10-60244-aer11

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Eugene, OR 97404

WmThomas Construction
POB 2409
Florence, OR 97439

CERTIFICATE OF SERVICE

I, Sophia L. Lee, declare as follows:

I am employed in the County of Los Angeles, State of California. I am over the age of eighteen years and am not a party to this action. My business address is 10100 Santa Monica Boulevard, Suite 1100, Los Angeles, California.

I certify that on January 4, 2011, I caused to be served a full and correct copy of the **DEBTOR'S AMENDED APPLICATION FOR ORDER APPROVING EMPLOYMENT OF KIBEL GREEN INC. AS REAL ESTATE PLAN CONSULTANT AND INTEREST RATE EXPERT** by means of electronic transmission of the Notice of Electronic Filing through the Court's transmission facilities, for the following parties and/or counsel who are registered ECF Users.

10-60244-aer11 Notice will be electronically mailed via ECF to:

JOHN D ALBERT on behalf of Creditor Siuslaw Bank
darlene@albertandtweat.com, beth@albertandtweat.com

JOHN F BARG on behalf of Interested Party John Musuemci
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THOMAS A HUNTSBERGER on behalf of Counter-Claimant Mark Roberts
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Thomas A Huntsberger on behalf of Defendant Mark Roberts
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P REBECCA KAMITSUKA on behalf of U.S. Trustee US Trustee, Eugene

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I swear under penalty of perjury that the foregoing is true and correct to the best of my
knowledge, information, and belief.

Executed on January 4, 2011, at Los Angeles, California.

/s/ Sophia L. Lee
Sophia L. Lee